ALVORD AND ALVORD

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SURFACE TRANSPORTATION BOARD OF COUNSEL URBAN A. LESTER

March 29, 2001

ELLSWORTH C. ALVORD (1964)

ELIAS C. ALVORD (1942)

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

is:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Release of Security Interest, dated March 27, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 14738.

The name and address of the party to the enclosed document are:

Trustee:

Citibank, N.A.

120 Wall Street, 13th Floor New York, New York 10005

[Debtor

Union Pacific Railroad Company]

A description of the railroad equipment covered by the enclosed document

All railcars covered by filings in Recordation Number 14738, including 943 assorted railcars -- 60 locomotives within the series MP 9000 – MP 9059 inclusive and 883 autoracks within the series MP 1926 - MP 7866 not inclusive.

A short summary of the document to appear in the index is:

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Mr. Vernon A. Williams March 29, 2001 Page 2

Bill of Sale and Release of Security Interest, dated March 27, 2001, from Citibank, N.A., Trustee, to Union Pacific Railroad Company, Debtor, constituting a complete release of all railcars covered by filings in Recordation Number 14738 and including 943 assorted railcars -- 60 locomotives within the series MP 9000 – MP 9059 inclusive and 883 autoracks within the series MP 1926 - MP 7866 not inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bjg Enclosures

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BILL OF SALE AND RELEASE OF SECURITY INTERESTITION BOARD

WHEREAS, by that certain Equipment Trust Agreement, dated as of May 1, 1985, executed by CITIBANK, N.A., as Trustee (the "Trustee") and Missouri Pacific Railroad Company, there was established the "Missouri Pacific Equipment Trust Series No. 24" (the "Agreement");

WHEREAS, UNION PACIFIC RAILROAD COMPANY (the "Railroad") is the successor by merger to Missouri Pacific Railroad Company;

WHEREAS, by the terms of said Agreement, the Trustee did lease to the Railroad certain units of the railroad equipment described in Schedule A hereto (the "Equipment");

WHEREAS, the Agreement was filed on July 22, 1985 under Recordation No. 14738 with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303, and a supplement thereto was subsequently filed under Recordation Number 14738-A; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, CITIBANK, N.A., the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 27 day of __market_, 2001.

	By: Vice President	
,		
STATE OF NEW YORK)	
) ss:	
COUNTY OF NEW YORK)	
On this 27^{-1} day of _	MARCH, 2001, before me personally appeared	
P. DeFelice	, to me personally known, who, being by me	
duly sworn, did say that he/she is Vice President of CITIBANK, N.A., that		
the foregoing document was signed on behalf of said corporation by authority of its		
Board of Directors, and he/she	e acknowledged that the execution of said instrument was	
the free act and deed of the co	NOTARY PUBLIC PETER M. PAVLYSHIN Notary Public, State of New York No. 41-4991297 Qualified in Queens County Certificate Filed in New York County Commission Expires January 27, 200	

SCHEDULE A

Description of Trust Equipment

No. of <u>Units</u>	
60	3,750 HP C-36-7 diesel electric road freight locomotives numbered MP 9000 to MP 9059, both inclusive.
492	Tri-level auto racks numbered MP 3817; MP 3840 to MP 3999, both inclusive; and MP 7001 to MP 7331, both inclusive.
310	Bi-level auto racks numbered MP 1926 to MP 1999, both inclusive; and MP 5001 to MP 5236, both inclusive.
24	Bi-level auto racks numbered MP 7786 - MP 7809, both inclusive
57	Bi-level auto racks numbered MP 7810 - MP 7866, both inclusive